

CONSTITUTION YACHT CLUB

BY LAWS

ARTICLE I

NAME

This Club shall be known as the Constitution Yacht Club, Incorporated, as amended as by the Secretary of State of the Commonwealth of Massachusetts, from Bosport Yacht Club on March 16, 1986.

ARTICLE II

OFFICE

Except as from time to time otherwise provided by the Board of Directors, the principle office of the club shall be 28 Constitution Road, Boston, County of Suffolk, Commonwealth of Massachusetts 02129.

ARTICLE II

PURPOSE

Section 1 The purpose of the club shall be to promote good fellowship between individuals actively interested in yachting, to organize and sponsor yachting events for the enjoyment of its members, and to hold yachting races and regattas and foster and teach the sport of yacht racing. These activities shall include sail and power boating.

Section 2- To this end, the Club will promote safe boating, interaction with other yacht clubs, educational seminars, social functions with the Club and assist in the protection of lives, property and rights of all boaters recreational and commercial.

Section 3 This club shall be financially supported exclusively by membership fees and assessments and any other income producing activity sponsored by the Club.

ARTICLE IV

BURGEE

The burgee of the Club shall be a pointed yellow flag, the length shall be one and one half the hoist. The mark of the Club shall be two vertical zig-zag stripes,

both blue with the insignia of a blue anchor between the vertical lines. The burgee may be changed by a majority of the members voting at the annual or special meeting.

ARTICLE V

OFFICERS

Section 1 The Flag Officers shall be Commodore, Vice Commodore, Rear Commodore, Treasurer and Secretary. In addition, all officers shall be members of the Board of Directors.

Section 2 The Directors shall include the immediate past Commodore and the Fleet Captain. In addition, there shall be three additional Directors who will serve for a term of one year

Section 3 Past Commodore and Fleet Captain are to serve as Directors only and will participate in the voting process, but cannot hold any elected position unless duly elected.

Section 4 No member qualified to hold Officer or Directorship status in the Club shall hold more than one office or directorship concurrently.

ARTICLE VI

DUTIES OF OFFICERS

Section 1 The duties of Commodore are to command the squadron, enforce the bylaws and regulations of the Club, to preside at all meetings, to appoint committee chairpersons and to be the senior official of the Club during his/her tenure.

Section 2 The duties of Vice Commodore are to assist the Commodore in the discharge of his/her duties and to officiate in his/her absence.

Section 3 The duties of Rear Commodore are to assist the Commodore and Vice Commodore in the discharge of their duties and to officiate in their absence.

Section 4 The duties of the Treasurer are to maintain proper books and records of the Club's finances and maintain the checking account of the Club in an updated condition. The Treasurer will disburse funds with the consent of the Commodore and other officers as needed and present the Annual Financial Condition of the Club at its annual meeting.

Section 5 The duties of the Secretary are to record the minutes of all meetings, maintain custody of all Club records, to maintain corporate documents as well as to maintain an accurate membership list, and give notice of all meetings of the Club, not later than one week in advance. The Secretary shall receive and record the rules and regulations promulgated by the Board of Directors.

Section 6 The duties of the other Directors shall be to assist the Commodore and the other Flag Officers in the discharge of their duties

Section 7 Any Officer or Director may be removed from office by a majority vote of all members in good standing at a Special Meeting duly called in accordance with the bylaws.

Section 8 Any officer or Director of the club having been absent two (2) consecutive Board Meetings of the Club without reasonable excuse and notification to at least one other Officer, starting in line with the Commodore, shall be notified by the Secretary, or other designated Officer, that upon the third such absence, the Office may be declared vacant and that action will be taken to fill such vacancy. As such, the Officer next in succession shall fill that vacancy resulting in a special election as outlined in Section 7 to fill the last succeeding Officer. If a vacancy occurs in the office of Secretary or Treasurer, or other Directorship, the Board of Directors shall elect a successor for the balance of the term.

ARTICLE VII

STANDING COMMITTEES

Section 1 The standing committees of the Club shall be the "Membership" Committee, "Racing" Committee, "Activities" Committee, "House" Committee, "Education" Committee, and "Newsletter" Committee. The Commodore shall name Committee Chairpersons who will serve at his/her pleasure.

Section 2 The Membership Committee shall consist of five members including the Commodore who shall preside, as well as make appointments to the committee to maintain the level of five members, members may serve a term of five years and have the responsibility of suggesting modifications to membership criteria which may be approved by the Board of Directors.

ARTICLE VIII

ELECTIONS

Section 1 The Secretary shall mail to all members in good standing a nomination form indicating the slate of Officers and Directors chosen by the current Board of Directors and provisions for substitute nominations selected by the member along with a sample proxy. Independent candidates may be nominated by ten (10) or more members and their names shall be placed on the ballot, if filed with the Secretary before the second Tuesday of October.

If a member in good standing cannot attend the Annual Meeting, the member may send in a vote by proxy.

A majority of those full membership voters in good standing shall be required for election of any Officer or Director.

Section 2 The Officers and Directors shall be elected by a show of hands at the Annual Meeting, and shall be installed on January 1 of the succeeding year. Current Officers and Directors shall preside until successor is installed.

ARTICLE IX

MEMBERSHIP

Section 1 Any person interested in yachting and 18 years of age, may become a member of the club after being sponsored by a member in good standing, the submission of a completed membership application and in some instances an interview by a member or members of the Membership Committee, after approval by the Committee.

Section 2 Membership classes are defined as follows:

1) Full - One vote, newsletter, house facilities, all functions, Annual Meeting and Racing.

2) Social - no voting privilege, guest privileges, newsletter are granted

3) Absentee - no voting privilege, guest privileges, newsletter are granted. Applicants must not have a vessel in any location within 25 miles of Constitution Yacht Club.

Section 3 - Any "full membership" class must confirm to the following criteria for membership, any part thereof may be waived by majority vote of the Directors if recommended by the Membership Committee. The criteria herein has no regard to race, religion, national origin, handicap or sex, and excepts only age to the extent that a minimum age be 18 years with no maximum age limit.

- 1) No prior convictions of state or federal felonies.
- 2) If requested, evidence of satisfactory credit worthiness.
- 3) A permanent mailing address, or place of employment, relative or house, address and telephone number.
- 4) A strong interest in boating safety, and to provide, if required, evidence of such.

Section 4 All classes of membership are entitled to those of the Club's facilities and participation in Club functions and events to the extent as outlined in Section 1 and Section 2.

Section 5 The Total number of fully paid voting members shall not exceed 150, unless the Officers, by majority vote, elect to increase or decrease that number for reasonable and just cause.

Section 6 Any member may be suspended or terminated by a quorum of directors for violations that are injurious to the welfare of the membership at large, or for willful violations of the rights and privileges of other members or citizens. Such suspension could be for a period of 30 days up to the remainder of the current season. Rules governing the conduct of members during Constitution Yacht Club functions and events, while utilizing Constitution Yacht Club facilities (leased or otherwise), delinquent fees, dues or assessments, or any blatant violations are available from the Membership Committee. Any suspension or termination forfeits all voting and other privileges of the member during the duration of the suspension, including forfeiture of already paid dues.

ARTICLE X

MEETINGS

Section 1 The Annual Meeting shall be held at such time during the month of November in each year as may be designated by the Officers and in conjunction with the Annual Dinner. Notification of such meeting shall be mailed to each member in good standing at least fourteen (14) days in advance of the scheduled meeting date. However, if due to extraordinary circumstances, the meeting cannot be held on a timely basis, all actions of the membership at the later or earlier meeting are legal and binding.

Section 2 The Secretary will call other meetings at the direction of the Commodore, or upon request of five (5) members. Notice of such meetings shall

be mailed to each member or posted on the Club bulletin and Marina bulletin board (during summer season) at least seven (7) days in advance of scheduled date of the meeting.

Section 3 Fifteen (15) members in good standing, in person or by proxy, will constitute a quorum for the transaction of business at any annual or other meeting.

Section 4 Monthly meetings will be held by the Directors and Officers to address the day to day activities and Committee progress

ARTICLE XI

DIRECTORS

Section 1 The Officers of the Club as set forth in ARTICLE V, Section I and Section 2, shall comprise the Board of Directors, and the business of the Club shall be managed by the Directions

Section 2 The Directors shall meet annually, prior to the general membership meeting. Other meetings may be held upon reasonable notice to all Directors by either the Commodore or any two Directors. A quorum shall consist of a majority of the Directors then in office.

Section 3 Any action that may be taken at a meeting of the Directors may be taken without a meeting if all the directors consent to such action in writing.

ARTICLE XII

FEES, DUES AND ASSESSMENTS

Section 1 The Officers and Directors will determine the fees and dues necessary for the maintenance of the Club, and submit such recommendations for a required majority vote at the annual or other duly called meeting.

Section 1 (a) Excluded from those fees and dues requiring a majority vote of the paid up voting membership outlined in ARTICLE X are assessments which may be levied at the direction of the unanimous vote of the Directors. Such assessments may affect only a portion or all the general membership.

Section 2 The annual membership fee will be paid on a fiscal year basis and will be due on or before the annual meeting.

Section 3 A member whose annual dues for any fiscal year are not paid by the first of April shall be deemed a member not in good standing, and if said annual

dues are not paid before the first of May, said member shall forfeit his/her membership in the Club.

Section 4 A member whose membership has been forfeited for nonpayment of dues, may be automatically reinstated upon payment of such indebtedness.

ARTICLE XIII

MISCELLANEOUS REQUIREMENTS

Section 1 Each yacht must carry safety equipment in accordance with the U.S. Coast Guard regulations.

Section 2 Every member and each member of the member's family or household shall sign or be deemed to have signed any Release or Waiver of Liability required by the Board of Directors.

ARTICLE XIV

The Constitution Yacht Club, Incorporated, irrevocably covenants, promises and agrees to hold harmless and indemnify each and every person who is, was, or shall be a director or officer of the corporation, from and against any and all losses, claims, expenses, suits, damages, costs, demands or liabilities, joint or several, of whatever kind or nature which that person may sustain or to which that person may become subject to arising out of or relating in any way to that person's good faith activities as a director and/or officer of the corporation, including, without limitation, in each case, attorneys' fees, costs and expenses actually incurred in defending against or enforcing any such losses, claims, expenses, suits, damages or liabilities.

ARTICLE XV

AMENDMENTS

These bylaws may at any time be altered, amended or repealed by a vote of a majority of Directors present and voting at any meeting duly called for such purpose, except with respect to any provision thereof which bylaw or the bylaws requires actions by the membership.